

Exhibit 8

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

DURACELL INC.

INTO

DURACELL INTERNATIONAL INC.

Duracell International Inc., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST, that this corporation was incorporated on April 22, 1988, pursuant to the General Corporation Law of the State of Delaware;

SECOND, that this corporation owns all of the outstanding shares of the capital stock of Duracell Inc., a corporation incorporated on the 8th day of November, 1978, pursuant to the General Corporation Law of the State of Delaware;

THIRD, that this corporation, by the following resolutions of the Board of Directors, duly adopted at a meeting held on the 17th day of July, determined to and did merge into itself said Duracell Inc.:

RESOLVED, that the corporation merge, and it hereby does merge, into itself its wholly-owned subsidiary Duracell Inc. and assumes all its liabilities and obligations;

FURTHER RESOLVED, that the merger shall become effective at the close of business on July 28, 1997;

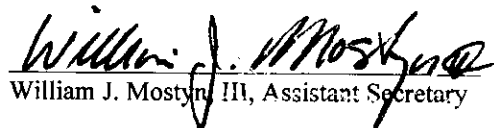
FURTHER RESOLVED, that any officer of the Corporation is hereby authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge with said Duracell Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise be necessary or proper to effect said merger; and

FURTHER RESOLVED, that the Corporation change its name by changing Article 1 of the Certificate of Incorporation of the Corporation to read as follows: "Article 1. The name of the corporation is Duracell Inc."

IN WITNESS WHEREOF, said Duracell International Inc. has caused this Certificate to be signed by William J. Mostyn, III, its Assistant Secretary, this 21st day of July, 1997.

Duracell International Inc.

By:


William J. Mostyn, III, Assistant Secretary